

Note: This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

Securities Code: 2681

Date of sending by postal mail: June 10, 2026

Start date of measures for electronic provision: June 5, 2026

To our shareholders:

Yuzo Endo
Representative Director, President
GEO HOLDINGS
CORPORATION
8-8 Fujimi-cho, Naka-ku, Nagoya-
shi, Aichi

Notice of the 38th Annual General Meeting of Shareholders

We are pleased to announce the 38th Annual General Meeting of Shareholders of GEO HOLDINGS CORPORATION (the “Company”), which will be held as described below.

When convening this general meeting of shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information on each website below. Please access either of those websites to view the information.

The Company’s website:

<https://www.geonet.co.jp/> (in Japanese)

(From the above website, select “Investor Relations,” “Stock Information,” and then “Reference Documents for the General Meeting of Shareholders.”)

Website for posted informational materials for the general meeting of shareholders:

<https://d.sokai.jp/2681/teiji/> (in Japanese)

Tokyo Stock Exchange website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

(Access the Tokyo Stock Exchange website by using the internet address shown above, enter “GEO HOLDINGS” in “Issue name (company name)” or the Company’s securities code “2681” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”)

If you are unable to attend the meeting in person, you may exercise your voting rights in writing or via the internet. Please review the Reference Documents for the General Meeting of Shareholders, and exercise your voting rights in accordance with the “Guidance on Exercising Voting Rights” (in Japanese only) by 6:00 p.m. on Thursday, June 25, 2026.

1. Date and time: Friday, June 26, 2026 at 10:00 a.m. (JST) (The reception desk opens at 9:30 a.m.)

2. Venue: Sakura, 2nd Floor, Hotel Plaza Kachigawa,
1-5 Matsushin-cho, Kasugai-shi, Aichi

3. Purpose of the meeting

- Matters to be reported:**
1. The Business Report, the Consolidated Financial Statements and the report of the audit results of Consolidated Financial Statements by the accounting auditor and the audit committee for the 38th Fiscal Term (from April 1, 2025 to March 31, 2026)
 2. The Non-Consolidated Financial Statements for the 38th Fiscal Term (from April 1, 2025 to March 31, 2026)

Matters to be resolved: Proposal No. 1: Appropriation of Surplus

Proposal No. 2: Amendment to the Articles of Incorporation

Proposal No. 3: Election of Eight Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

Proposal No. 4: Election of Three Directors Who Are Audit and Supervisory Committee Members

- * For those attending, please present the Exercise Voting Rights Form at the reception desk on arrival at the meeting.
- * If revisions to the matters subject to measures for electronic provision arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on the above websites.
- * Paper-based documents stating matters subject to measures for electronic provision are sent to shareholders who have requested the delivery of paper-based documents, however those documents do not include the following matters in accordance with the provisions of laws and regulations and the Company's Articles of Incorporation. The Audit and Supervisory Committee and the Accounting Auditor have audited the documents subject to audit, including the following matters.
 - (i) Consolidated Statement of Changes in Equity and Notes to Consolidated Financial Statements
 - (ii) Non-consolidated Statement of Changes in Equity and Notes to Non-consolidated Financial Statements
- * Please note that upon conclusion of this General Meeting of Shareholders, the results of the resolutions of this General Meeting of Shareholders will be posted on the Company's website.

The Company's website: <https://www.geonet.co.jp/> (in Japanese)

<Supplementary Information for English Translation >

Our business operated under the name "2nd STREET," which mainly engages in the purchase and sale of second-hand clothing and household items, is hereinafter referred to as the "Reuse Store Management". Our businesses operated under the names "GEO", "GEO Store" and "GEO mobile" which mainly handle video games, DVDs, CDs, and smartphones, are hereinafter collectively referred to as the "Media Store Management" in this document.

Both our Reuse Store Management and Media Store Management use the term "reuse" to refer to second-hand items, and the term "brand-new" to refer to non-second-hand items that are procured from manufacturers or through conventional commercial distribution channels.

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

Year-end dividends

The Company has given consideration to matters including the business performance of the fiscal year and future business development, and it proposes to pay year-end dividends for the 38th fiscal year as follows:

1. Type of dividend property

To be paid in cash.

2. Allotment of dividend property and their aggregate amount

The Company proposes to pay a dividend of ¥17 per common share of the Company.

In this event, the total dividends will be ¥676,319,007.

Accordingly, including the interim dividend of ¥17 per share, the annual dividend will total ¥34 per share.

3. Effective date of dividends of surplus

The effective date of dividends will be June 29, 2026.

Proposal No. 2: Amendment to the Articles of Incorporation

1. Reasons for amendments

- (1) The Company was founded in 1986 as a video rental store. Subsequently, as the times changed, we steered the core of our operations toward the reuse business, aiming to bring joy to the everyday lives of our customers by recirculating and redistributing valuable items. In English, the term “second-hand” is used to refer to reuse items. As we aim to become the top global company in the reuse business, we will change our trade name in 2026, which coincides with the 40th anniversary of the founding of the Company. By changing the trade name of the Company in line with the direction and current and future outlook of our business, we aim to further increase our corporate value.
- (2) To amend Article 1 of the current Articles of Incorporation to change the Company’s trade name as detailed above.

Furthermore, the amendment to Article 1 shall become effective on October 1, 2026, as stipulated in the Supplementary Provisions, and the corresponding supplementary provision shall be deleted from the Articles of Incorporation when it comes into effect.

2. Description of amendments

The proposed amendments are as follows.

(Amendments are underlined.)

Current Articles of Incorporation	Proposed amendment
Chapter 1 General Provisions	Chapter 1 General Provisions
(Trade Name) Article 1 The name of the Company shall be “ <u>Kabushiki Kaisha GEO Holdings</u> ” and it shall be indicated in English as <u>GEO HOLDINGS CORPORATION</u> .	(Trade Name) Article 1 The name of the Company shall be “ <u>Kabushiki Kaisha 2nd RETAILING</u> ” and it shall be indicated in English as <u>2nd RETAILING Co., Ltd.</u>
Article 2 - Article 37 (Text omitted)	Article 2 - Article 37 (Unchanged)
Supplementary Provisions (Text omitted)	Supplementary Provisions (Unchanged)
Article 1 (Newly added)	Article 1 <u>Article 2</u> <u>The amendment to Article 1 of the Articles of Incorporation shall become effective on October 1, 2026, and Article 2 of the supplementary provision shall be deleted on the same date.</u>

Proposal No. 3: Election of Eight Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all eight Directors (excluding Directors who are Audit and Supervisory Committee Members; The same applies hereinafter in this proposal) will expire at the conclusion of this annual general meeting of shareholders.

Therefore, the Company proposes the election of eight Directors (of which three are outside Directors).

In addition, there are no particular matters to be noted from the Audit and Supervisory Committee regarding this proposal.

The candidates for Director are as follows:

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities in the Company (Significant concurrent positions outside the Company)		Number of the Company's shares owned
1	Yuzo Endo (January 21, 1978) Reelection	Nov. 2000	Joined GEO Corp. (currently GEO HOLDINGS Corp.)	546,000 shares
		June 2004	Director Vice Manager of Office of the President at GEO HOLDINGS Corp.	
		Nov. 2011	President and CEO at GEO HOLDINGS Corp.	
		Apr. 2013	President and Corporate Officer at GEO HOLDINGS Corp.	
		Apr. 2019	Representative Director President Operating Officer / CEO at GEO HOLDINGS Corp. (to present)	
Reasons for nomination as candidate for Director Yuzo Endo has extensive experience and broad insight as a manager, having worked in positions in charge of store operations such as area manager since joining the Company, and serving in positions such as in the Office of the President of the Company, Director in charge of administration, Representative Director of affiliated companies, and Representative Director of the Company. The Company judges that he is qualified for the position of Director based on the leadership he has demonstrated as part of the management team and therefore proposes his election.				
2	Koji Kubo (November 20, 1971) Reelection	Oct. 1995	Joined FOR YOU Co., Ltd. (currently GEO HOLDINGS Corp.)	-
		May 2010	President and CEO at 2nd STREET Co., Ltd. (currently GEO HOLDINGS Corp.)	
		Apr. 2013	Operating Officer at GEO HOLDINGS Corp.	
		June 2016	Director / Corporate Officer at GEO HOLDINGS Corp.	
		Apr. 2018	Executive Director / Corporate Officer at GEO HOLDINGS Corp.	
		Apr. 2019	Executive Director Managing Operating Officer at GEO HOLDINGS Corp.	
		Nov. 2019	Director at GEO HONBU Corp. (currently GEO Corp.)	
		Apr. 2024	Executive Director Senior Managing Operating Officer at GEO HOLDINGS Corp. (to present)	
Reasons for nomination as candidate for Director Koji Kubo has extensive experience and broad insight, having worked as a person in charge in the Reuse Store Management Department and Development Department since joining the Company, and managing overseas business departments. In addition, he has led the overseas development of 2nd STREET in recent years, and as the Company continues to further develop Reuse and expand and promote overseas business, therefore the Company judges that he is qualified for the position of Director and proposes his election.				

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	Yukimasa Murakami (November 3, 1968) Reelection	Apr. 1989 Joined Starling Co. Ltd. June 1993 Joined Miyadera Yoshikazu Tax Accountant Office June 1997 Joined Nozark International Inc. Mar. 1998 Joined STARNET Co., Ltd. Sept. 2002 Joined Index Co., Ltd. Nov. 2004 Director at Index Co., Ltd. Nov. 2007 Executive Director at Index Co., Ltd. Nov. 2013 Executive Director at ATLUS. CO., LTD. Aug. 2016 Joined GEO HOLDINGS Corp. Apr. 2018 Operating Officer at GEO HOLDINGS Corp. Apr. 2019 Senior Operating Officer at GEO HOLDINGS Corp. June 2023 Executive Director Managing Operating Officer at GEO HOLDINGS Corp. Apr. 2025 Executive Director Senior Managing Operating Officer at GEO HOLDINGS Corp. (to present) June 2025 Representative Director, President at GEO Corp. (to present) (Significant concurrent positions outside the Company) Representative Director, President at GEO Corp.	7,500 shares
		Reasons for nomination as candidate for Director Yukimasa Murakami has extensive experience as a person in charge of accounting and finance in other companies and broad insight regarding international finance. The Company judges that he is qualified for the position of Director based on the leadership he has demonstrated in taking charge of finance, accounting, treasury, administrative, and other departments for the entire Group and therefore proposes his election.	
4	Noriyuki Imai (November 17, 1968) Reelection	Aug. 1990 Joined GEO Milda Corp. (currently GEO HOLDINGS Corp.) Mar. 2004 President and CEO at GEO GLOBAL Corp. (currently GEO HOLDINGS Corp.) Apr. 2005 President and CEO at GEO EVERY Corp. (currently GEO HOLDINGS Corp.) Nov. 2011 Operating Officer at GEO HOLDINGS Corp. June 2016 Director / Corporate Officer at GEO HOLDINGS Corp. Apr. 2018 Executive Director / Corporate Officer at GEO HOLDINGS Corp. Apr. 2019 Executive Director Managing Operating Officer at GEO HOLDINGS Corp. (to present) Nov. 2019 Director at GEO HONBU Corp. (currently GEO Corp.)	300 shares
		Reasons for nomination as candidate for Director Noriyuki Imai has extensive experience and broad insight in the business fields of the Company, having worked as a person in charge in the Media Stores Management Department, Office of the President, and Human Resources Management Department since joining the Company. The Company judges that he is qualified for the position of Director based on the leadership he has demonstrated and therefore proposes his election.	

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
5	Hirofumi Morita (May 18, 1968) Reelection	Mar. 1989 Joined ESPO Co., Ltd. (currently TOWA Enterprise Co., Ltd.)	4,100 shares
		July 2001 Joined GEO Corp. (currently GEO HOLDINGS Corp.)	
Apr. 2010 Senior Manager of Kyushu and Okinawa Region at GEO HOLDINGS Corp.			
Oct. 2013 Deputy General Manager of Media Stores Management Department at GEO HOLDINGS Corp.			
Apr. 2015 General Manager of Mobile Management Department at GEO HOLDINGS Corp.			
Apr. 2017 Operating Officer at GEO HOLDINGS Corp.			
May 2017 Representative Director, President at World Mobile Corporation (to present)			
Apr. 2018 Director at GEO Corp.			
Apr. 2019 Senior Operating Officer at GEO HOLDINGS Corp.			
Nov. 2019 Director at GEO HONBU Corp. (currently GEO Corp.)			
June 2025 Executive Director Managing Operating Officer at GEO HOLDINGS Corp. (to present)			
(Significant concurrent positions outside the Company) Representative Director, President at World Mobile Corporation			
Reasons for nomination as candidate for Director Hirofumi Morita has extensive experience and broad insight in the field of the Company's business, having worked as a person in charge of the Media Stores Management Department and mobile business since joining the Company. In addition, due to his contributions to the expansion and advancement of the mobile business in recent years, the Company judges that he is qualified for the position of Director and proposes his election.			
6	Tsunehisa Ogino (April 17, 1963) Reelection	Sept. 1988 Joined Eiwa Audit Corporation (currently KPMG AZSA LLC)	500 shares
		Sept. 1994 Joined Miyake Accounting Office	
Aug. 1997 Founded Ogino Certified Public Accountant Office (to present)			
June 2000 Representative Director at Y.K. Consulting Box (currently ICHIGO Research Institute Ltd.) (to present)			
Oct. 2011 Outside Director at GEO HOLDINGS Corp. (to present)			
Oct. 2019 Representative at OFFICE ICHIGO Tax Co. (to present)			
(Significant concurrent positions outside the Company) Ogino Certified Public Accountant Office Representative Director at ICHIGO Research Institute Ltd. Representative of OFFICE ICHIGO Tax Co.			
Reasons for nomination as candidate for outside Director and overview of expected roles Tsunehisa Ogino is capable of fully performing the expected role of an outside Director, including supervising the decision-making of the Board of Directors and the execution of duties by Directors, from an objective and professional perspective based on his many years of experience and knowledge as an accounting and tax specialist. The Company judges that he is qualified for the position of outside Director based on his sufficient contributions to the Company's efforts to ensure proper governance and therefore proposes his election.			

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
7	Kana Yasuda (April 10, 1969) Reelection	<p>Oct. 1993 Joined Century Audit Corp. (currently Ernst & Young ShinNihon LLC.)</p> <p>Apr. 1997 Certified Public Accountant Registration</p> <p>Mar. 2000 Founder and Representative at Yasuda Accounting Firm (to present)</p> <p>Mar. 2004 Tax Accountant Registration</p> <p>Sept. 2009 Outside Corporate Auditor at SHINPO CO., LTD.</p> <p>May 2010 External Auditor at SUGI HOLDINGS CO., LTD.</p> <p>June 2016 Outside Director at GEO HOLDINGS Corp. (to present)</p> <p>June 2019 Outside Director at CHUO SPRING CO.,LTD. (to present)</p> <p>June 2020 Outside Director at KONDOTEC INC. (Audit & Supervisory Committee member) (to present)</p> <p>Sept. 2021 Outside Director at The Monogatari Corporation (to present)</p> <p>(Significant concurrent positions outside the Company)</p> <p>Representative at Yasuda Accounting Firm</p> <p>Outside Director at CHUO SPRING CO.,LTD.</p> <p>Outside Director at KONDOTEC INC. (Audit & Supervisory Committee member)</p> <p>Outside Director at The Monogatari Corporation</p>	1,000 shares
<p>Reasons for nomination as candidate for outside Director and overview of expected roles</p> <p>Kana Yasuda is capable of fully performing the expected role of an outside Director, including supervising the decision-making of the Board of Directors and the execution of duties by Directors, from an objective and professional perspective based on her many years of experience and knowledge as an accounting and tax specialist. The Company judges that she is qualified for the position of outside Director based on her sufficient contributions to the Company's efforts to ensure proper governance and therefore proposes her election. She has never in the past been directly involved in the management of a company except as an outside officer. However, the Company judges she will appropriately fulfill her duties as an outside Director based on the above reasons.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
8	Yoko Horie (December 22, 1986)	Apr. 2009 Joined KPMG AZSA & Co. (currently KPMG AZSA LLC) Apr. 2011 Certified Public Accountant Registration Jan. 2024 Founder and Representative at Yoko Horie Certified Public Accounting Firm (to present) Mar. 2024 Tax Accountant Registration June 2024 Outside Director at Santec Holdings Corporation (Audit and Supervisory Committee Member) (to present)	500 shares
	Reelection	June 2024 Outside Director at GEO HOLDINGS Corp. (to present) (Significant concurrent positions outside the Company) Representative at Yoko Horie Certified Public Accounting Firm Outside Director at Santec Holdings Corporation (Audit and Supervisory Committee Member)	
Reasons for nomination as candidate for outside Director and overview of expected roles Yoko Horie is capable of fully performing the expected role of an outside Director, including supervising the decision-making of the Board of Directors and the execution of duties by Directors, from an objective and professional perspective based on her experience and knowledge as an accounting and tax specialist, which includes overseas assignments. The Company judges that she is qualified for the position of outside Director and therefore proposes her election. She has never in the past been directly involved in the management of a company except as an outside officer. However, the Company judges she will appropriately fulfill her duties as an outside Director based on the above reasons.			

- Notes:
- There is no special interest between any of the candidates and the Company.
 - Of the candidates, Tsunehisa Ogino, Kana Yasuda and Yoko Horie are candidates for outside Director.
 - Tsunehisa Ogino, Kana Yasuda and Yoko Horie are currently outside Directors of the Company, and their terms of office as outside Directors will have been 14 years and nine months for Mr. Ogino, ten years for Ms. Yasuda, and two years for Ms. Horie at the conclusion of this meeting.
 - Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into agreements with Tsunehisa Ogino, Kana Yasuda and Yoko Horie to limit their liability for damages under Article 423, paragraph (1) of the same Act. If the reelection of Mr. Ogino, Ms. Yasuda and Ms. Horie is approved, the Company plans to renew the aforementioned agreements with them. Overview of the agreement is as follows:
 - If a Director (excluding a person who is an executive director, etc.) is liable to the Company for failing to perform his/her duties, the maximum amount of liability for compensation for damage to the Company shall be the minimum liability amount provided in Article 425, paragraph (1) of the Companies Act.
 - The above limitation of liability shall be applied only when the relevant Director (excluding a person who is an executive director, etc.) acted in good faith and without gross negligence in performing the duties that caused the liabilities.
 - The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. This insurance policy covers damages arising from corporate suits, third-party suits and shareholder derivative suits borne by an insured. Each candidate will be included as an insured in the policy. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.
 - The Company has submitted notification to the Tokyo Stock Exchange that Tsunehisa Ogino, Kana Yasuda and Yoko Horie have been designated as independent officers as provided for by the aforementioned exchange. If their reelection is approved, the Company plans for their designation as independent officers to continue.
 - In February 2025, while Kana Yasuda was serving as outside Director for CHUO SPRING CO., LTD, the aforementioned company received an advisory from the Japan Fair Trade Commission for violating the Act against Delay in Payment of Subcontract Proceeds, etc. to Subcontractors (currently the Act on Ensuring Proper Transactions with Small and Medium-Sized Entrusted Business Operators). Ms. Yasuda regularly made recommendations to the aforementioned company's Board of Directors regarding strengthening governance systems including compliance with laws and regulations and the strengthening of internal control systems. Moreover, after becoming aware of the facts, she fulfilled her responsibilities by advising on measures to prevent recurrence, etc.

Proposal No. 4: Election of Three Directors Who Are Audit and Supervisory Committee Members

At the conclusion of this meeting, the terms of office of three of the five Directors who are Audit and Supervisory Committee Members will expire.

Therefore, the Company proposes the election of three Directors who are Audit and Supervisory Committee Members (of which two are outside Directors).

In addition, the consent of the Audit and Supervisory Committee has been obtained for the submission of this proposal.

The candidates for Directors who are Audit and Supervisory Committee Members are as follows:

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Kazuo Sasano (March 21, 1948) Reelection	Apr. 1971 Joined the Long-Term Credit Bank of Japan, Ltd. (currently SBI Shinsei Bank, Ltd.)	40,000 shares
		Apr. 1987 Assistant General Manager of Tokyo Treasury Division at The Long-Term Credit Bank of Japan, Ltd.	
July 1996 Treasurer as Temporary Secondment at GEO Corp. (currently GEO HOLDINGS Corp.)			
June 1997 Executive Director and Finance Manager at GEO HOLDINGS Corp.			
June 2008 Full-time Corporate Auditor at GEO HOLDINGS Corp.			
June 2024 Director, full-time Audit and Supervisory Committee Member at GEO HOLDINGS Corp. (to present)			
Reasons for nomination as candidate for Director who is an Audit and Supervisory Committee Member Kazuo Sasano has an extensive career and expert knowledge in financial institutions, and since joining the Company, he has worked as Finance Manager and Executive Director, as well as a full-time Corporate Auditor since June 2008. The Company judges that he is qualified for the position of Director who is an Audit & Supervisory Committee Member based on his extensive experience and his knowledge of general management and therefore proposes his election.			
2	Futoshi Komiya (July 11, 1959) Reelection	Oct. 1984 Junior Accountant Registration, Joined Arthur Young & Company (currently Ernst & Young)	-
		Apr. 1989 Certified Public Accountant Registration	
July 1991 Founded Komiya CPA Office (closed in Sept. 2002)			
Feb. 1994 Tax Accountant Registration			
Sept. 2002 Founded Kashima Komiya CPA office			
Oct. 2011 Outside Director at GEO HOLDINGS Corp.			
June 2013 Corporate Auditor at GEO HOLDINGS Corp.			
June 2024 Outside Director, Audit and Supervisory Committee Member at GEO HOLDINGS Corp. (to present)			
Reasons for nomination as candidate for outside Director who is an Audit and Supervisory Committee Member and overview of expected roles Futoshi Komiya has experience and broad insight as an accounting and tax expert. The Company judges that he can be expected to audit, supervise, and advise on business decisions and their execution from an objective and neutral standpoint and therefore proposes his election as outside Director who is an Audit and Supervisory Committee Member.			

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	Hiroyuki Ota (September 4, 1956) Reelection	<p>Apr. 1979 Joined National Police Agency</p> <p>Jan. 2001 General manager at Okinawa Prefectural Police</p> <p>Aug. 2002 Police Department Chubu Region Police Department General Administration Supervisory General Manager</p> <p>Aug. 2003 National Police Agency Police University Police Policy Research Center Director</p> <p>Aug. 2005 National Police Agency Criminal Bureau Criminal Planning Division Chief</p> <p>Aug. 2007 General manager at Hyogo prefectural police</p> <p>Apr. 2009 National Police Agency Police university special investigation executive training director</p> <p>Jan. 2010 Cabinet Office Minister's Secretariat</p> <p>May 2012 National Police Agency Tohoku district police station director</p> <p>June 2013 National Police Agency Police University President</p> <p>June 2014 Full-time Corporate Auditor at Central Japan Railway Company</p> <p>June 2019 Outside Corporate Auditor at GEO HOLDINGS Corp.</p> <p>July 2019 Managing director of All Japan Pachinko Game Business Cooperative Association (to present)</p> <p>June 2024 Outside Director, Audit and Supervisory Committee Member at GEO HOLDINGS Corp. (to present)</p> <p>(Significant concurrent positions outside the Company) Managing director of All Japan Pachinko Game Business Cooperative Association</p>	-
<p>Reasons for nomination as candidate for outside Director who is an Audit and Supervisory Committee Member and overview of expected roles</p> <p>Hiroyuki Ota has extensive experience and broad insight based on the important positions he has held in the National Police Agency. The Company judges that he can be expected to audit, supervise, and advise on business decisions and their execution from an objective and neutral standpoint and therefore proposes his election as outside Director who is an Audit and Supervisory Committee Member. He has never in the past been directly involved in the management of a company except as an outside officer. However, the Company judges he will appropriately fulfill his duties as an outside Director based on the above reasons.</p>			

- Notes:
- There is no special interest between any of the candidates and the Company.
 - Of the candidates, Futoshi Komiyama and Hiroyuki Ota are candidates for outside Director. Both candidates have also previously served as an officer (Futoshi Komiyama as outside Director and Corporate Auditor, and Hiroyuki Ota as outside Corporate Auditor) who did not execute business for the Company.
 - Futoshi Komiyama and Hiroyuki Ota are currently outside Directors of the Company, and their terms of office as outside Directors will have been three years and eight months (including terms served as outside Director in the past) for Mr. Komiyama, and two years for Mr. Ota at the conclusion of this meeting.
 - Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into an agreement with each candidate to limit their liability for damages under Article 423, paragraph (1) of the same Act. If the reelection of each candidate is approved, the Company plans to renew the aforementioned agreement with each candidate. Overview of the agreement is as follows:
 - If a Director (excluding a person who is an executive director, etc.) is liable to the Company for failing to perform his/her duties, the maximum amount of liability for compensation for damage to the Company shall be the minimum liability amount provided in Article 425, paragraph (1) of the Companies Act.
 - The above limitation of liability shall be applied only when the relevant Director (excluding a person who is an executive director, etc.) acted in good faith and without gross negligence in performing the duties that caused the liabilities.
 - The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. This insurance policy covers damages arising from corporate suits, third-party suits and shareholder derivative suits borne by an insured. Each candidate will be included as an insured in the policy. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.
 - The Company has submitted notification to the Tokyo Stock Exchange that Futoshi Komiyama and Hiroyuki Ota have been designated as independent officers as provided for by the aforementioned exchange. If their reelection is approved, the Company plans for their designation as independent officers to continue.

Reference Skills Matrix of each Director at the Conclusion of this Meeting

If each candidate for Director is elected in this meeting, the skills matrix will be as follows.

	Name		Sex		Expertise								
			Male	Female	Management	Sales	Finance	IT	Labor affairs	Legal affairs	Global	Com.	Sus.
Director	Yuzo Endo		○		●	●	●	●					●
	Koji Kubo		○		●	●		●			●		●
	Yukimasa Murakami		○		●		●				●		●
	Noriyuki Imai		○		●	●		●	●				●
	Hirofumi Morita		○			●		●			●		●
	Tsunehisa Ogino	Outside/Independent	○		●		●			●			●
	Kana Yasuda	Outside/Independent		○			●			●			●
	Yoko Horie	Outside/Independent		○			●				●		●
Director (Audit and Supervisory Committee Member)	Kazuo Sasano		○		●		●						●
	Yasushi Yoshikawa		○		●	●			●	●		●	●
	Futoshi Komiyama	Outside/Independent	○		●		●						●
	Hiroyuki Ota	Outside/Independent	○							●		●	●
	Shinya Hattori	Outside/Independent	○						●	●		●	●

Management: Corporate management

Sales: Sales and marketing

Finance: Finance and M&A

IT: IT and digital

Labor affairs: Labor affairs, personnel affairs and human resources development

Legal affairs: Legal affairs and risk management

Global: Global experience

Com.: Compliance

Sus.: Sustainability promotion